

August 24, 2007

Kurtzman Carson Consultants  
2335 Alaska Avenue  
El Segundo, CA 90245

To Sir, At may concern:

Enclosed is several copies I received from your office, and copies I fax to Atty Ramon ASAP on August 16, 2007 around 8:00 am. I was out of town due to death in the family.

Prior to these papers, I received the 1st set for me to file which I Federal Express them to Atty Ramon ASAP before the dead line date, objecting, disagreeing with Delphi Auto System Filing Bankruptcy. I did not receive any letter, as shown in this paper I am sending you, nor did I received a phone call. All this time goes by and I even sent Atty Ramon notes that needed to be added to this case, I noted in a letter if Atty Ramon did not need them to send them, the notes back to me, which he did not, and now I get this letter enclosed stating he is not my Attorney for the Bankruptcy Court, but Delphi and Atty Ramon has been talking about this case.

I continue to be misled, delaying  
tactic processing this case, etc.

Can I seek advice on this matter  
with someone in your office ASAP.

Sincerely,  
Mr. Stanley Carter

## TRANSMISSION VERIFICATION REPORT

TIME : 08/16/2007 08:17  
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DATE, TIME  
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 of Business*

## Fax Transmission

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TO: Atty Geoffrey Kemoy  
 (578) 579-1418  
 FAX NUMBER: 345-1427

FROM: Sheryl J. Carter  
 SENDER'S (987)  
 PHONE #: 890-1176 / 342-8072

DATE: 8/16/07

# OF PAGES: 10 pgs

Customer's Notes:

I see this ASAP = Court today  
8/16/07 At 10:30am. I'll give you  
ORDER OF Death I need it

Thank you SJC

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X Sheryl J. Carter  
 (CUSTOMER'S SIGNATURE)

August 16, 2007

Jeffrey P. Raman Attorney At Law  
2900 Carew Tower  
44 Vine Street  
Cincinnati, Ohio 45202-3890

Dear Mr. Raman:

Enclosed are letters-paper  
work that were mailed to me,  
post-stamp date Aug 6, 2007. I  
received the late Wednesday, August 15  
2007 evening, due to death in the  
family, and I was out of town.

I return home August 15, 2007.

I'm taking this to you ASAP  
I hope it's not too late.

I object/disagree with Delphi  
filing Bankruptcy.

Sincerely,  
A. J. [Signature] J. Carter

Hearing Date And Time: August 16, 2007 at 10:00 a.m.  
Objection Deadline: August 13, 2007 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
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-and-

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Tom A. Jerman (TJ 1129)  
Jessica Kastin (JK 2288)

Attorneys for Delphi Corporation, et al.,  
Debtor and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698  
Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x
In re	:
	:
DELPHI CORPORATION, <u>et al.</u>	:
	:
Debtors.:	:
-----	x

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

NOTICE OF EXPEDITED MOTION FOR ORDER UNDER 11 U.S.C. §§ 363, 1113, AND 1114  
AND FED. R. BANKR. P. 6004 AND 9019 APPROVING MEMORANDUM OF UNDERSTANDING  
AMONG IUE-CWA, DELPHI, AND GENERAL MOTORS CORPORATION  
INCLUDING MODIFICATION OF IUE-CWA COLLECTIVE BARGAINING AGREEMENTS  
AND RETIREE WELFARE BENEFITS FOR CERTAIN IUE-CWA-REPRESENTED RETIREES

PLEASE TAKE NOTICE that on August 6, 2007, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed an Expedited Motion For Order Under 11 U.S.C. §§ 363, 1113, And 1114 And Fed. R. Bankr. P. 6004 And 9019 Approving Memorandum Of Understanding Among IUE-CWA, Delphi, And General Motors Corporation Including Modification Of IUE-CWA Collective Bargaining Agreements And Retiree Welfare Benefits For Certain IUE-CWA-Represented Retirees (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on August 16, 2007 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order") and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered October 26, 2006 (Docket No. 5418) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable

Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), O'Melveny & Myers LLP, 1625 Eye Street, NW, Washington, DC 20006 (Att'n: Tom A. Jerman), and Groom Law Group, Chartered, 1701 Pennsylvania Avenue NW Washington, DC 20006 (Att'n: Lonie Hassel), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), and (vii) counsel to the IUE-CWA, Kennedy, Jennick & Murray, P.C., 113 University Place, 7th Floor, New York, New York 10003 (Att'n: Thomas Kennedy) in each case so as to be received no later than **4:00 p.m. (prevailing Eastern time) on August 13, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Orders will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and the Case Management Orders, the Bankruptcy Court may enter a final order granting the Motion without further notice.

Dated: New York, New York  
August 6, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
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- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

- and -

O'MELVENY & MYERS LLP

By: /s/ Tom A. Jerman  
Tom A. Jerman (TJ 1129)  
Jessica Kastin (JK 2288)  
1625 Eye Street, NW  
Washington, DC 20006  
(202) 383-5300

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession



**A COMPLETE COPY OF DELPHI'S  
COURT PAPERS, INCLUDING THE  
MEMORANDUM OF UNDERSTANDING,  
CAN BE OBTAINED AT  
WWW.DELPHIDOCKET.COM OR BY  
CALLING 1-888-249-2691**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
----- x	:	

**INFORMATIONAL NOTICE OF EXPEDITED MOTION FOR ORDER APPROVING  
MEMORANDUM OF UNDERSTANDING AMONG IUE-CWA, DELPHI, AND GENERAL  
MOTORS CORPORATION INCLUDING MODIFICATION OF IUE-CWA COLLECTIVE  
BARGAINING AGREEMENTS AND RETIREE WELFARE BENEFITS FOR CERTAIN IUE-  
CWA-REPRESENTED RETIREES**

**INFORMATION FOR IUE-CWA-REPRESENTED  
EMPLOYEES AND RETIREES OF DELPHI CORPORATION**

On August 6, 2007, Delphi Corporation and certain of its affiliated debtors and debtors-in-possession ("Delphi"), filed the **Expedited Motion For Order Under 11 U.S.C. §§ 363, 1113, and 1114 and Fed. R. Bankr. P. 6004 and 9019 Approving Memorandum of Understanding Among IUE-CWA, Delphi, and General Motors Corporation, Including Modification of IUE-CWA Collective Bargaining Agreements and Retiree Welfare Benefits For Certain IUE-CWA-Represented Retirees** (the "Motion"), which seeks bankruptcy court approval (subject to ratification by the IUE-CWA) of a memorandum of understanding dated August 5, 2007 (the "Agreement" or "Memorandum of Understanding") among Delphi, General Motors, and the IUE-CWA regarding Delphi's restructuring.

On August 16, 2007 at 10:00 a.m., the United States Bankruptcy Court (the "Court") for the Southern District of New York will conduct a hearing on approval of the Agreement.

If approved by the Court (and ratified by IUE-CWA), the Agreement will go into effect. The Agreement provides, among other terms, that:

- (A) Effective upon the later of entry of this Court's approval order in respect of the Motion or the first Monday following receipt of written notice of ratification from the IUE-CWA:

- The terms of the IUE-CWA CBAs are extended until October 12, 2011;

- A site plan is implemented with respect to each of 7 IUE-CWA-Delphi plants which includes, at certain sites, specific revenue program and production commitments from Delphi and/or GM and pursuant to which Delphi will retain ownership and operations in three facilities, two facilities will be sold or transferred to a third party, and two facilities will be closed;
- A workforce transition program is implemented for traditional IUE-CWA-represented employees that provides eligible employees with transformation plan options including (1) attrition options similar to the previously-approved IUE-CWA attrition program, (2) special employee placement opportunities for eligible Delphi employees who do not elect the attrition options, including relocation allowances of up to \$67,000 in certain circumstances when specific plants cease production, (3) provision of lump sum "buy-down" payments totaling up to \$105,000 for eligible employees who do not elect the attrition option or become employed by GM and continue to work for Delphi under the terms of the Agreement, and (4) severance payments up to \$40,000 to eligible employees who are permanently laid off prior to October 12, 2011;
- Certain terms of the IUE-CWA CBAs are modified with respect to wages and benefits for certain employees including vacation entitlement, life insurance, extended disability benefits, supplemental unemployment benefits, paid holidays, and healthcare;
- Certain terms of the IUE-CWA CBAs are modified with respect to provisions covering hiring requirements, existing JAC/Legal Services,<sup>1</sup> temporary employees, Appendix F, GIS, AOL, LJISA, and other matters described in Attachment E to the Memorandum of Understanding;
- Local negotiations for all Keep and Footprint sites conducted concurrently with the negotiations resulting in the Agreement are final and binding upon ratification of the Agreement;
- All employee, retiree, and union asserted and unasserted claims are settled (except for waiver of rights to vested pension benefits, workers compensation benefits, unemployment compensation benefits, and pending ordinary course grievances of employees remaining in the workforce); and

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<sup>1</sup> Capitalized terms used and not defined in this informational notice have the meanings set forth in the Agreement.

- The IUE-GM National Joint Skill Development and Training Committee will quitclaim any rights to the JAC Building to the IUE-CWA International or to an agreed upon not-for-profit entity.
- (B) Effective upon the execution by Delphi and GM of a comprehensive settlement agreement resolving certain financial, commercial, and other matters between Delphi and GM and substantial consummation of a plan of reorganization proposed by Delphi in its chapter 11 cases and confirmed by this Court which incorporates, approves, and is consistent with all of the terms of the Agreement and Delphi-GM settlement:
- Delphi's obligation to provide certain retiree welfare benefits is eliminated and GM is obligated to provide certain retiree welfare benefits for certain IUE-CWA-represented employees covered as provided in the Benefit Guarantee Term Sheet;
  - A transfer of certain pension assets and liabilities from Delphi's pension plans to GM's pension plans is effectuated pursuant to Internal Revenue Code Section 414(l);
  - Delphi's existing pension plan is frozen in certain respects effective upon emergence from chapter 11 and GM is obligated to pay certain benefits for certain IUE-CWA-represented employees covered as provided in the Benefit Guarantee Term Sheet;
  - The IUE-CWA will receive an allowed general unsecured prepetition claim against Delphi in the amount of \$126 million in complete settlement of all asserted and unasserted IUE-CWA claims, including, but not limited to, IUE-CWA/Delphi Joint Activities Center (the "JAC") asserted and unasserted claims ("the Allowed Claim"). The proceeds realized by the IUE-CWA and/or the VEBA trust, from a \$26 million dollar portion of the Allowed Claim will be paid directly to a voluntary employees' beneficiary association (VEBA) trust to be established and sponsored by the IUE-CWA to provide supplemental retiree health insurance to certain eligible Delphi employees and their dependents; the proceeds realized by the IUE-CWA and/or the VEBA trust, from a \$90 million dollar portion of the Allowed Claim will be paid directly to a VEBA trust to be established and sponsored by the IUE-CWA for the purpose of funding employee benefits for active and retired employees and their dependents; and the proceeds realized by the IUE-CWA and/or a VEBA trust, from a \$10 million dollar portion of the Allowed Claim will be paid directly to the successor to the JAC entity which will be established and administered by the IUE-CWA;
  - The Memorandum of Understanding (including the IUE-CWA CBAs) is assumed pursuant to 11 U.S.C. § 365;

- The IUE-CWA released parties are exculpated and released in connection with the Memorandum of Understanding and Delphi's chapter 11 cases; and
- Delphi and GM receive releases from the IUE-CWA, all employees and former employees of Delphi represented or formerly represented by the IUE-CWA, and all persons or entities with claims derived from or related to any relationship with such employees of Delphi arising directly or indirectly from or in any way related to any obligations under the collective bargaining agreements or the Memorandum of Understanding (except for claims for benefits provided for or explicitly not waived under the Memorandum of Understanding, including, but not limited to, workers' compensation benefits against Delphi, its subsidiaries, or affiliates that are otherwise assertable under applicable law).

This list is only a summary of some of the terms of the Agreement and is qualified entirely by and is subject to the actual terms and conditions of the Agreement. A complete copy of Delphi's court papers, including the Memorandum of Understanding, can be obtained at [www.delphidocket.com](http://www.delphidocket.com) or by calling 1-888-249-2691. Delphi's plan of reorganization will be considered by the Court at a later time and you will receive notice about that proceeding.

A copy of the notice of the Motion is attached hereto.

Dated: New York, New York  
August 6, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
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- and -

By: /s/ Kayalyn A. Marafioti  
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New York, New York 10036  
(212) 735-3000

- and -

O'MELVENY & MYERS LLP

By: /s/ Tom A. Jerman  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession



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**DAMON LAW OFFICE**

*Civil and Criminal Jury Trials*

**August 19, 2007**

**Geoffrey P. Damon**  
Attorney At Law

513.345.1427  
Fax 513.579.1418

**VIA PRIORITY U.S. MAIL SERVICE, DELIVERY CONFIRMATION**

**SHARYL CARTER  
92 WOOLERY LANE #C  
CLAYTON, OHIO 45416**

**RE: IN RE DELPHI CORPORATION, ET.AL.  
CASE NO.: 05-44481 (RDD)  
CHAPTER 11, US BANKRUPTCY COURT, S.D.N.Y.**

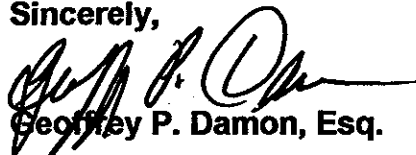
**Dear Ms. Carter:**

**I do not want there to be any misunderstanding regarding the nature and scope of the representation which you retained me. I have been retained to do a Sixth Circuit appeal for you. I have not been retained to do any work in the pending bankruptcy case, which is a case pending in the United States Bankruptcy Court, Southern District of New York. I am not licensed to practice in that court nor have I been retained by you to perform any legal services in that case. You should have received documents to file a proof of claim in that case quite some time ago. From status reports which I have received from the local attorneys representing Delphi Corporation, you did not file a timely proof of claim.**

**I spoke with you several years ago and informed you that you should hire a New York bankruptcy attorney, if you wanted to file anything in the United States Bankruptcy Court for the Southern District of New York. If you wish to discuss this matter, then please call me at 513-345-1427 or 513-484-7573.**

**Thank you for your anticipated cooperation.**

**Sincerely,**

  
**Geoffrey P. Damon, Esq.**

**Encl.**